

5949-6  
RECORDATION NO.  
MAY 20 1972  
HITEN

SUPPLEMENT NO. 1, dated as of May 1, 1972, to Equipment Trust Agreement, dated as of February 15, 1971, (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series D, is created.

WHEREAS, \$26,250,000 aggregate principal amount of The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Certificates, Series D (the "Certificates") have heretofore been issued in accordance with the terms of the Agreement; and

WHEREAS, Section 3.4 of the Agreement provides that the Company shall cause sufficient railroad equipment (the "Trust Equipment") to be sold, assigned and transferred to the Trustee so that the aggregate final Cost (as such term is defined in the Agreement) of the Trust Equipment will be at least 125% of the aggregate principal amount of the Certificates issued under the Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right title and interest in the contract for the construction of the Additional Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Total Cost</u>
2	3600 H.P., Model SD 45-2 diesel-electric locomotives, General Motors Corporation (Electro-Motive division), builder; numbered 5625 and 5626.....	\$697,200

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

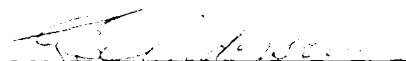
3. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA  
FE RAILWAY COMPANY

By   
Vice President-finance

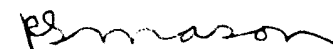
ATTEST:

  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK


By   
VICE PRESIDENT

ATTEST:

  
ASSISTANT SECRETARY

STATE OF ILLINOIS    )  
                              ) SS.  
COUNTY OF COOK        )

On this 24~~th~~ day of May, 1972, before me personally appeared R. W. Harper, to me personally known, who, being by me duly sworn, says that he is Vice President - Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My Commission Expires MAY 29, 1973

STATE OF ILLINOIS )  
                              ) SS.  
COUNTY OF COOK     )

On this 24<sup>th</sup> day of May, 1972, before me personally appeared J. L. SPRENG, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My Commission Expires SEPTEMBER 2, 1975